

ITEL

Itel Rail Corporation

55 Francisco Street
San Francisco, California 94133
(415) 984-4000

RECORDATION NO. 9291-N Filed 1425

AUG 29 1986 -2 30 PM

August 28, 1986

INTERSTATE COMMERCE COMMISSION

Honorable Noreta R. McGee, Secretary
Interstate Commerce Commission
Washington, DC 20423

\$10.00

Re: Partially Restated Equipment Schedule to the 1978 Series 2 Equipment Trust Agreement dated as of July 30, 1986

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to 49 USC §11303(a), along with a check in the amount of \$10 covering the recordation fee.

Please record this instrument under the 1978 Series 2 Equipment Trust Agreement dated February 1, 1978, which was filed with the ICC on March 31, 1978 and given Recordation No. 9291.

This instrument is being filed by Itel Rail Corporation, as successor in interest to SSI Rail Corporation and to Itel Rail Corporation, Rail Division, to restate in a single list the units of equipment listed in Schedule A of the Equipment Trust Agreement dated February 1, 1978, as earlier heretofore reported. The equipment covered is listed on Restated Schedule A to the enclosed instrument.

Once filed, please return to the bearer the stamped counterparts not required for filing purposes together with the fee receipt and a letter from the ICC acknowledging this filing.

Very truly yours,

Josie Villaflores
Legal Assistant

JV:ps
Enclosure

6-241A038

No. AUG 29 1986
Date 10.00
Fee \$ 10.00

ICC Washington, D. C.

ICC OFFICE OF
THE SECRETARY
AUG 29 2 28 PM '86
MOTOR OPERATING UNIT

this one is
9291-N

Handwritten signature/initials

9291-N
Filed 1425

AUG 29 1986 -2 30 PM

08/28/86

INTERSTATE COMMERCE COMMISSION

**PARTIALLY RESTATED EQUIPMENT SCHEDULE TO THE 1978 SERIES 2
EQUIPMENT TRUST AGREEMENT BETWEEN
FIRST SECURITY BANK OF UTAH, N.A., AS TRUSTEE,
AND ITEL CORPORATION, RAIL DIVISION**

PARTIALLY RESTATED EQUIPMENT SCHEDULE dated as of July 30, 1986, to the 1978 Series 2 Equipment Trust Agreement, dated as of February 1, 1978 ("1978 Series 2 Equipment Trust Agreement"), among **FIRST SECURITY BANK OF UTAH, N.A.**, as Trustee ("Trustee"), and **ITEL CORPORATION, RAIL DIVISION**.

WHEREAS, Itel Rail Corporation, successor in interest to Itel Corporation, Rail Division, and First Security Bank of Utah, N.A., are parties to an Equipment Trust Agreement, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on March 21, 1978 and given recordation number 9291; and

WHEREAS, Schedule A of the 1978 Series 2 Equipment Trust Agreement sets forth the amount and reporting mark series of Trust Equipment (as defined in the 1978 Series 2 Equipment Trust Agreement); and

WHEREAS, certain supplements have been filed from time to time setting forth the new reporting marks of Trust Equipment that has been re-marked; and

WHEREAS, certain of the Trust Equipment has been destroyed; and

WHEREAS, the 1978 Series 2 Equipment Trust has been consolidated, amended and restated in the Consolidated, Amended and Restated Equipment Trust Agreement (the "ETC Modification Agreement") which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C 11303 on September 20, 1983 and given recordation number 14165; and

WHEREAS, Itel Rail Corporation, as successor in interest to Itel Corporation, Rail Division, wishes to restate the columns labelled "Road Numbers" and "Units of Trust Equipment" on Schedule A to set forth the amount, car type and reporting marks of the Trust Equipment as of July 30, 1986.

NOW, THEREFORE, pursuant to the covenants and promises contained in the 1978 Series 2 Equipment Trust Agreement, Itel Rail Corporation agrees as follows:

1. Restated Schedule A, attached hereto, is inserted in place of the columns labelled "Road Numbers" and "Units of Trust Equipment" on Schedule A.

2. The only purposes of this instrument are to notify the Trustee in consolidated list as of July 30, 1986, of the already reported changes that have been made in the number of units of Trust Equipment covered by the 1978 Series 2 Equipment Trust Agreement and the changes in reporting marks thereof, and to restate Schedule A of the 1978 Series 2 Equipment Trust Agreement. This instrument is not an amendment and it does not otherwise affect the terms and conditions of the 1978 Series 2 Equipment Trust Agreement.

(Seal)

Attest:

ITEL RAIL CORPORATION

By:

Robert C. Kiehle

Robert C. Kiehle

Vice President-Finance

Howard L. Chabner

Howard L. Chabner
Assistant Secretary

1978 SERIES 2 ETC SERIES TRUST
Filed Under I.C.C. Recordation No. 9291
on March 21, 1978

TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
AHW 4006-4007 AHW 4015-4020 AHW 4022-4023 AHW 4025-4026 AHW 4029-4032 AHW 4035 AHW 4038-4040 AHW 4043 AHW 4045-4046 AHW 4048 AHW 4050-4051 AHW 4054-4055 AHW 4057 AHW 4060 AHW 4062-4063 AHW 4068-4069 AHW 4071-4075 AHW 4079 AHW 4081 AHW 4085 AHW 4091 AHW 4094 AHW 4098	45	XM
ALM 1500-1575 ALM 1577 ALM 1579-1599	98	XM
AN 2101 AN 5550-5599	51	XM
ASAB 7200-7230 ASAB 7232-7259 ASAB 7261-7282 ASAB 7284-7299	97	XM
BN 377300-377399	100	XM

1978 SERIES 2 ETC SERIES TRUST
Filed Under I.C.C. Recordation No. 9291
on March 21, 1978

TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
CCR 6000-6049 CCR 6390-6399	60	XM
CLP 3104-3105 CLP 3108-3109 CLP 3112 CLP 3114 CLP 3116 CLP 3119 CLP 3122 CLP 3130-3132 CLP 3134-3135 CLP 3141 CLP 3145-3146 CLP 3151-3152 CLP 3154-3155 CLP 3158 CLP 3160-3161 CLP 3163-3164 CLP 3170 CLP 3173 CLP 3175 CLP 3178-3181 CLP 3185-3186 CLP 3191 CLP 3195 CLP 3197-3198	39	XM
COER 1400-1424	25	XM
COP 7204-7205 COP 7208 COP 7213 COP 7215 COP 7218 COP 7220-7221 COP 7224-7225 COP 7228 COP 7232 COP 7235 COP 7241	70	XM

1978 SERIES 2 ETC SERIES TRUST
Filed Under I.C.C. Recordation No. 9291
on March 21, 1978

TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
COP 7245		
COP 7247		
COP 7250		
COP 7252		
COP 7257-7258		
COP 7260		
COP 7265		
COP 7268-7269		
COP 7272		
COP 7274		
COP 7277-7279		
COP 7285-7286		
COP 7290		
COP 7293		
COP 7295		
COP 7297		
COP 7299-7300		
COP 7303		
COP 7308-7309		
COP 7311		
COP 7314		
COP 7317		
COP 7319		
COP 7327		
COP 7329		
COP 7335		
COP 7338		
COP 7341-7342		
COP 7344		
COP 7346		
COP 7349		
COP 7351		
COP 7353		
COP 7359		
COP 7365		
COP 7367		
COP 7369		
COP 7371		
COP 7375-7376		
COP 7382		
COP 7384-7387		
COP 7389		
COP 7392		
COP 7400		

1978 SERIES 2 ETC SERIES TRUST
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TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
GBW 8052-8197	146	XM
GMRC 750-771 GMRC 773-794 GMRC 796-799	48	XM
HS 4001 HS 4003 HS 4005 HS 4008-4012 HS 4033-4034 HS 4036 HS 4044 HS 4052-4053 HS 4056 HS 4061 HS 4070 HS 4076 HS 4078 HS 4082 HS 4088-4090 HS 4092-4093 HS 4095 HS 4099 HS 70101-70200	127	XM
KCS 755001 KCS 755010 KCS 755028 KCS 755036 KCS 755044 KCS 755052 KCS 755061 KCS 755079 KCS 755087 KCS 755095 KCS 755109 KCS 755117 KCS 755125 KCS 755133 KCS 755141	47	XM

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TRUST EQUIPMENT AS OF 7-30-86		NUMBER OF CARS	TYPE OF CAR
KCS	755150		
KCS	755168		
KCS	755176		
KCS	755184		
KCS	755192		
KCS	755206		
KCS	755214		
KCS	755222		
KCS	755231		
KCS	755249		
KCS	755257		
KCS	755265		
KCS	755273		
KCS	755281		
KCS	755290		
KCS	755303		
KCS	755311		
KCS	755320		
KCS	755338		
KCS	755346		
KCS	755354		
KCS	755362		
KCS	755371		
KCS	755389		
KCS	755397		
KCS	755401		
KCS	755419		
KCS	755427		
KCS	755435		
KCS	755443		
KCS	755451		
KCS	755460		
LEF	2500-2579	80	SEM
MB	4006-4018	91	XM
MB	4020-4051		
MB	4053-4067		
MB	4069-4099		
MR	1010	260	XM
MR	1012		

1978 SERIES 2 ETC SERIES TRUST
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TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
MR 1014		
MR 1016		
MR 1018		
MR 1030		
MR 1032		
MR 1034		
MR 1036		
MR 1038		
MR 1050		
MR 1052		
MR 1054		
MR 1056		
MR 1058		
MR 1070		
MR 1072		
MR 1074		
MR 1076		
MR 1078		
MR 1090		
MR 1092		
MR 1094		
MR 1096		
MR 1210		
MR 1212		
MR 1214		
MR 1216		
MR 1218		
MR 1230		
MR 1232		
MR 1234		
MR 1236		
MR 1238		
MR 1252		
MR 1254		
MR 1256		
MR 1258		
MR 1270		
MR 1272		
MR 1274		
MR 1276		
MR 1278		
MR 1292		
MR 1294		
MR 1296		
MR 1298		

1978 SERIES 2 ETC SERIES TRUST
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TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
MR 1410		
MR 1412		
MR 1414		
MR 1416		
MR 1418		
MR 1430		
MR 1432		
MR 1434		
MR 1436		
MR 1438		
MR 1450		
MR 1454		
MR 1456		
MR 1458		
MR 1470		
MR 1472		
MR 1474		
MR 1276		
MR 1478		
MR 1490		
MR 1492		
MR 1494		
MR 1496		
MR 1498		
MR 1610		
MR 1612		
MR 1614		
MR 1616		
MR 1618		
MR 1630		
MR 1632		
MR 1634		
MR 1636		
MR 1638		
MR 1650		
MR 1652		
MR 1654		
MR 1656		
MR 1658		
MR 1670		
MR 1672		
MR 1674		
MR 1676		
MR 1690		
MR 1694		

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TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
MR 1696		
MR 1698		
MR 4041		
MR 4084		
MR 7000		
MR 7004-7005		
MR 7007-7008		
MR 7010		
MR 7012		
MR 7018-7020		
MR 7023-7024		
MR 7040-7074		
MR 7081-7134		
MR 7153-7176		
MR 8050-8052		
MR 8054-8057		
MR 8059-8089		
MSE 800-855	244	XM
MSE 857-873		
MSE 876-914		
MSE 916-919		
MSE 921-969		
MSE 971-999		
MSE 1800-1849		
MTW 4300-4318	97	XM
MTW 4320-4324		
MTW 4326-4332		
MTW 4334-4399		
MTW 8049-8050	2	XP
NLG 5101-5161	359	XM
NLG 5163-5217		
NLG 5219-5288		
NLG 5290-5324		
NLG 5326-5375		
NLG 5377-5390		

1978 SERIES 2 ETC SERIES TRUST
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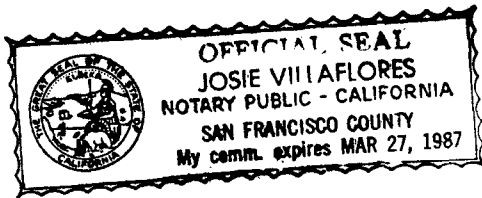
TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
NLG 5392-5400		
NLG 5601-5665		
NOPB 3000	344	XM
NOPB 3103-3127		
NOPB 3129-3141		
NOPB 3143-3151		
NOPB 3154-3155		
NOPB 3157		
NOPB 3159-3161		
NOPB 3163-3167		
NOPB 3169-3181		
NOPB 3183-3186		
NOPB 3188-3190		
NOPB 3193-3195		
NOPB 3197-3198		
NOPB 3200-3201		
NOPB 3203-3204		
NOPB 3206-3209		
NOPB 3211-3214		
NOPB 3216-3217		
NOPB 3219-3220		
NOPB 3222-3223		
NOPB 3225-3228		
NOPB 3230		
NOPB 3235-3236		
NOPB 3239-3243		
NOPB 3245		
NOPB 3247		
NOPB 3249		
NOPB 3252-3258		
NOPB 3260		
NOPB 3262-3272		
NOPB 3274-3281		
NOPB 3283-3285		
NOPB 3287		
NOPB 3291-3293		
NOPB 3295-3453		
NOPB 3455-3480		
NOPB 3482-3499		
PHD 2000-2037	194	XP
PHD 2039-2051		

1978 SERIES 2 ETC SERIES TRUST
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TRUST EQUIPMENT AS OF 7-30-86	NUMBER OF CARS	TYPE OF CAR
PHD 2053-2059		
PHD 2061-2093		
PHD 2095-2119		
PHD 2121		
PHD 2123-2199		
QC 76000-76156	249	XM
QC 76257-76349		
SRN 5300-5349	50	XM
SSIX 1000-1012	93	SEM
SSIX 1014-1015		
SSIX 1017-1026		
SSIX 1028		
SSIX 1030-1044		
SSIX 1046-1075		
SSIX 1077-1080		
SSIX 1082-1099		
TASD 77111-77290	785	XM
TASD 77292-77300		
TASD 78001-78011		
TASD 78013-78079		
TASD 78081-78083		
TASD 78085-78393		
TASD 78395-78600		
TM 3000-3032	148	XM
TM 3034-3068		
TM 3070-3149		
VSO 6200-6249	100	XM
VSO 6350-6399		
Total:	4,049	

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 28th day of August, 1986, before me personally appeared Robert C. Kiehnle, to me personally known, who being by me duly sworn, says that such person is Vice President-Finance of IteI Rail Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Josie Villaflores

Notary Public